UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

159	1150					
OMB APPROVAL						
OMB Number:	3235-0076					
Expires: August 31,2008						
Estimated averag	ge burden					
hours per respon	ise 16.00					
SEC USE ONLY						

Serial

Prefix

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Stage Harbor Investment Partners, LP limited partnership interests							
Filing under (Check box(es) that a Type of Filing: New Filing		☐ Section 4(6)	ULOE				
	A. BASIC IDENTIFICATION DATA						
1. Enter the information requeste			T PER NY DEGITE TERMENEN ARTER ARREST AR				
Name of Issuer (☐ check if this Stage Harbor Investment Partne	is an amendment and name has changed, and indicates, LP	e change.)					
Address of Executive Offices c/o Stage Harbor GP, LLC, 888 V	(Number and Street, City, State, Zip Code) Vorcester St. Suite 260, Wellesley, MA 02482	Telephone Nun 781-235-9690	08055690				
Address of Principal Business Ope (if different from Executive Offices)	erations (Number and Street, City, State, Zip Code)	Telephone Numb	er (Including Area Code)				
Brief Description of Business Investments in securities		PRO	OCESSED				
Type of Business Organization			0.01.000				
□ corporation	☑ limited partnership, already formed ☐	other (please spec	(f _{y)} 2 1 2008				
☐ business trust	☐ limited partnership, to be formed	MOHT	SON REUTERS				
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	ganization: (Enter two- letter U.S. Postal Service abbre	Actual	Estimated				
	CN for Canada: FN for other foreign jurisdi	ction)	10151				

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA									
2. Enter th	ne information req Each promoter	•	_	ganized within the past	five years;	- M M M M M M M M.			
•	 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 								
•	 Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and 								
•	•	nd managing p	artnership of partnershi	p issuers.					
Check Box(es		Promoter	☐ Beneficial Owner	Executive Officer	Director	☑ General and/or Managing Partner			
•	Full Name (Last name first, if individual) Stage Harbor GP, LLC								
	Residence Address ter St. Suite 260,		and Street, City, State, Zi A 02482	p Code)					
Check Box(es		☐ Promoter	☑ Beneficial Owner		☐ Director	☐ General and/or Managing Partner			
Full Name (La Matthew N.	est name first, if indi Fontaine	vidual)							
	Residence Address Jarbor GP, LLC,		and Street, City, State, Zi St. Suite 260, Welles						
Check Box(es	s) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
	ast name first, if indi nnan and Deboi		, JTWROS						
	Residence Address ch Road, Westw		and Street, City, State, Zi D	p Code)					
Check Box(es	s) that Apply:	Promoter	□ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
	ast name first, if indi vin, Trustee of t		avin Revocable Trust						
	lesidence Address L., Newbury, MA		and Street, City, State, Zi	p Code)					
Check Box(es		Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
	ist name first, if indi Fontaine and Si		ine, JTWROS	·					
	esidence Address arbor GP, LLC, t	(Number 388 Worcester	and Street, City, State, Zi St. Suite 260, Welles	p Code) ley, MA 02482					
Check Box(es		Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Full Name (La	ist name first, if indi	vidual)							
Business or R	esidence Address	(Number	and Street, City, State, Zi	p Code)					
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Full Name (La	ist name first, if indi	vidual)							
Business or R	esidence Address	(Number	and Street, City, State, Zi	p Code)					
Check Box(es		Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (La	st name first, if indi	vidual)							
Business or R	esidence Address	(Number	and Street, City, State, Zip	p Code)	-				
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)								

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B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	No X DO No
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Business or Residence Address (Number and Street, City, State, Zip Code)	
	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	
$[IL] \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \$	[ID] [MO]
[MT]	[PA]
Full Name (Last name first, if individual)	ILVI CT
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	ates
$ \begin{array}{cccccccccccccccccccccccccccccccccccc$	[ID]
	[MO]
[RI] ☐ [SC] ☐ [SD] ☐ [TN] ☐ [TX] ☐ [UT] ☐ [VT] ☐ [VA] ☐ [WA] ☐ [WV] ☐ [WI] ☐ [WY] ☐ Full Name (Last name first, if individual)	[PR] 🗆
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	atos
[AL] 🗌 [AK] 📮 [AZ] 🗍 [AR] 🗍 [CA] 🗍 [CO] 🗍 [CT] 🗍 [DE] 🗍 [DC] 🗍 [FI] 🗍 [GA] 🗍 [HI] 🗍	
$(IL) \square (IN) \square (IA) \square (KS) \square (KY) \square (LA) \square (ME) \square (MD) \square (MA) \square (MI) \square (MN) \square (MS) \square$	[MO]
[MT]	[PA] [] [PR] []

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS					
۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security	Aggregate Offering Price				

	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ <u>0</u>	\$
	Equity	\$ <u>Q</u>	\$
	☐ Common ☐ Preferred	**	•
	Convertible Securities (including warrants)	\$ <u>0</u>	\$
	Partnership Interests	\$ <u>2,660,000</u>	\$ <u>2,660,000</u>
	Other (Specify)	\$	\$
	Total	\$ <u>2,660,000</u>	\$ <u>2,660,000</u>
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of	Aggregate Dollar Amount of Purchases
	Accredited Investors	13	\$ <u>2,660,000</u>
	Non-accredited Investors	0	\$
	Total (for filing under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505.		\$
	Regulation A		\$
	Rule 504.		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees] \$ <u>0</u>
	Printing and Engraving Costs] \$ <u>0</u>
	Legal Fees	<u></u>	\$ <u>15,000</u>
	Accounting Fees		_
	Engineering Fees.] \$ 0
	Sales Commissions (specify finders' fees separately)		T \$0
	Other Expenses (identify)		
	Total		
	b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		7 <u>110'000</u>

\$<u>2,645,000</u>

٠,	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND U	SE O	F PROCEEDS	
5.	used for each of the purposes shown. It estimate and check the box to the left of	ed gross proceeds to the issuer used or proposed to the amount for any purpose is not known, furnish the estimate. The total of the payments listed must be issuer set forth in response to Part C- Question	an st		
				Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		🗆	\$ <u>0</u>	□ \$ <u>o</u>
	Purchase of real estate		🗆	\$ <u>0</u>	□ \$ <u>0</u>
	Purchase, rental or leasing and inst	allation of machinery and equipment	. 🗆	\$ <u>0</u>	□ \$ <u>0</u>
	Acquisition of other business (included)	dings and facilitiesding the value of securities involved in this offering the assets or securities of another issuer pursuant	🗆	\$ <u>0</u>	□ \$ <u>0</u>
		e assets of securities of another issuer pursuant	. 🗆	\$ <u>0</u>	□ \$ <u>0</u>
	Repayment of indebtedness		. 🗆	\$ <u>0</u>	□ \$ <u>0</u>
	Working capital		. 🗆	\$ <u>0</u>	□ \$ <u>0</u>
	Other (specify): Investments in secu	<u>inities</u>	. 🗆	\$ <u>0</u>	⊠ \$ <u>2,645,000</u>
	Column Totals	•••••	. 🗆	\$ <u>0</u>	⊠ \$ <u>2,645,000</u>
	Total Payments Listed (column tota	ls added)		⊠ \$2,645	.000
		D. FEDERAL SIGNATURE			
folk	wing signature constitutes an undertakin	signed by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exch	nange Commissio	n, upon written
	er (Print or Type)	Signature Da	ite		
Sta	ge Harbor Investment Partners, LP	Madfot		14/07	
	ne of Signer (Print or Type)	Title of Signer (Print or Type)			
Mat	thew N. Fontaine	Manager of Stage Harbor GP, LLC, the General	ıl Par	tner of the Issue	er
Mat	thew N. Fontaine	Manager of Stage Harbor GP, LLC, the Genera	ı! Par	tner of the Issue	PF .
_		ATTENTION			
	Intentional misstatements or omission	ns of fact constitute federal criminal violations.	(See	18 U.S.C. 1001.)	

-	•			
	E. ŞTATE ŞIGNATURE	•		•
1.	Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?	Yes	No ⊠	
	See Appendix, Column 5, for state response.			
2	The undersigned instead baseling and ordered to finish to one state administration of any state in which this are	:- .		

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

diaciolgined daily admonzed person.			
Issuer (Print or Type)	Signature	Date	
Stage Harbor Investment Partners, LP	That	3/14/07	
Name (Print or Type)	Title (Print or Type)		
Matthew N. Fontaine	Manager of Stage Harbor GP, LLC, t	the General Partner of the Issuer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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Δ	PP	FΝ	IDI	X

1	investors	to sell ion- edited	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL				IIIVC3C013	\$	IIIVestors	\$		
AK					\$		\$		
ΑŻ					\$		\$		
AR					\$		\$		
CA					\$		\$		
СО					\$		\$		
СТ					\$		\$		
DE					\$		\$		
DC					\$		\$		
FL					\$		\$		
GA					\$	-	\$		
Н					\$		\$		
D					\$		\$		
IL			_		\$		\$		
IN					\$		\$		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA		O			\$		\$		
ME		ם		•	\$		\$		
MD					\$		\$		
MA		Ø	Limited partnership interests - \$2,560,000	11	\$ <u>2,560,000</u>	0	\$ <u>O</u>		Ø
МІ					\$		\$		
MN					\$		\$		
MS					\$		\$		
МО					\$		\$		

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	2 Intend to sell to non- accredited investors in State (Part B-Item1)		Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МТ			,		\$		\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ		×	Limited partnership interests - \$50,000	1	\$ <u>50,000</u>	0	\$ <u>Q</u>		⊠
NM					\$		\$		
NY					\$		\$		
NC					\$		\$	0	
ND					\$		\$		
ОН					\$		\$		
ок					\$		\$		
OR					\$		\$		
PA					\$		\$		
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN				i	\$		\$		
TX					\$		\$		
UT					\$		\$		
VT		×	Limited partnership interests - \$50,000	1	\$ <u>50,000</u>	0	\$ <u>0</u>		×
VA					\$		\$		
WA					\$		\$		
w					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other					\$		\$		



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